

US EXECUTIVE APPROVAL FORM**CUSTOMER NAME:** Unisys Corporation – 11/25/03**SECTION I - Approval Requests:****HQAPP Requests:**

1. Approval to change the license restriction on Advanced Pricing from a division's use to "limited to usage based billing purposes" (to be drafted by Legal).

Justification: Unisys is objecting to the fact that they should be restricted to their systems & technology division for the use of Advanced Pricing. This project uses Advanced Pricing to meter the CPU usage of their customers. Unisys currently has a 2500 concurrent user licenses to use the applications bundle that includes Order Management, and matching the Advanced Pricing module to the Order Management user count would make the transaction financially infeasible. They feel that limiting the use to a certain division is too restrictive due to the fact that they may have some of the usage based billing done in some of their shared service centers around the world. Unisys will not exceed the 50 named users license count.

2. Approval to add language that states in the event the usage based billing project ceases to exist, and the customer wishes to use these "restricted use" licenses with another named project, upon Oracle's consent, we will amend this OD to modify the project restriction to show the new project for which the restricted use licenses will be limited, as long as the "restricted use" licenses will be limited to one project. This will be a 1-time right that must be exercised within 12 months from the effective date of the OD and customer will still be limited to the user counts specified in the original OD. This is to be drafted by Legal.

Justification: Customer is worried that they will lose their investment in these licenses if this project should cease to exist. The account team feels this is highly unlikely because this is one of Unisys' strategic projects, but the customer would like this protective language added to the OD.

Previously approved on 11/20/03:**Update:**

The original deal was approved through Q2. This transaction was delayed in Q1 because of issues relating to the implementation of Oracle Portal. Unisys has now decided to make a piecemeal purchase; therefore, the deal is smaller than the original amount approved and discounts have been adjusted accordingly. We will be requesting a worst case 35% discount on both the technology and advanced pricing application. We will be requesting 2-year price hold of 35% for the products on this order. Unisys has spent over \$44M ytd with Oracle through Direct license, indirect (reseller), support and consulting. They want us to factor the discounts for each transaction they execute on their total spend with Oracle.

We will not be doing any migrations at this time (as previously indicated).

HQAPP Request:

1. Since deal has dropped by > 15%, request re-approval to waive the licensing rule that the number of application option licenses (Advanced Pricing) must match the number of application parent licenses (Order Management). Unisys currently has 2500 concurrent users of the applications bundle from a 1998 transaction. Matching Advanced Pricing licenses to the number of OM licenses would make the transaction financially infeasible. The Advanced Pricing licenses will be "restricted use" licenses limited to the Systems & Technology (S&T) organization

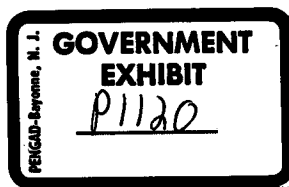
TIER 1 Request:

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R. DENISE MARLOW, CSR EXHIBIT **223**DATE 5-6-04WITNESS: Pope

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HIGHLY CONFIDENTIAL**ORLITE0342288**

1. Request to remove the customer reference language from OD. Unisys has agreed in the past to be a reference for Oracle but only on a one-off basis.

TIER 2/3 Requests:

1. 35% L+S Discount on Advanced Pricing "restricted use" licenses (50 users), Database Standard Edition, and iAS EE. This is within GSA guidelines. Technology to be full use (not app specific as previously approved for iAS with the higher discounts).
2. Price Hold: 2 Years at 35% on the products listed on current OD. Minimum purchase requirement of \$50K.

Previously approved on 10/6/03:**HQAPP Request:**

1. Request approval to waive the licensing rule that the number of application option licenses (Advanced Pricing) must match the number of application parent licenses (Order Management). Unisys currently has 2500 concurrent users of the applications bundle from a 1998 transaction. Matching Advanced Pricing licenses to the number of OM licenses would make the transaction financially infeasible. The Advanced Pricing licenses will be "restricted use" licenses limited to the Systems & Technology (S&T) organization.

TIER 1 Requests:

1. 65% (worst-case) discount on license and support for 79 users of iSupplier Portal, 50 users of Advanced Pricing, 8 processors of iSupport, 8 processors of iAS and 79 Named users of iAS. Net license revenue approximately \$463K. The discount on iAS has been approved by the Tech team.
2. Price Hold: 2 years at 60% (worst case) discount on products in current deal, with minimum purchase of \$200K in net license.
3. Flat line of support for first 2 renewal years @ 0%.

RR NOTE – IAS FOR TRANSACTION AND HOLD ARE APP SPECIFIC.

Previously approved on 8/20/2003 and APPROVED TO BE VALID THROUGH Q2:

This is approved by LJE provided the bundle user count will decrease by the one users we are migrating.

*** Requesting approval to be valid through Q2 ***

HQAPP Requests:

1. Request approval to waive the licensing rule that the number of application option licenses (iSupplier Portal and Sourcing) must match the number of application parent licenses (Purchasing). Unisys currently has 2500 concurrent users of the applications bundle from a 1998 transaction. Matching iSupplier Portal and Sourcing licenses to the number of Purchasing licenses would make the transaction financially infeasible. The iSupplier Portal and Sourcing licenses will be "restricted use" licenses limited to the Service Supply Chain Organization (SSCO).
2. Request approval to split existing apps bundle and migrate a subset of users from the bundle. Current apps bundle includes: Object Library, Assets, BOM, Capacity, Cost, Engineering, GL, Inv, Master Schedule, OE, Payables, Project Billing/Costing, Purchasing, Service, Receivables, WIP and SCP. Migrating 100 concurrent users of Purchasing to iSupplier Portal per standard guidelines on eSource. Infoprice and Migrations have indicated that splitting the apps bundle in a migration requires HQAPP approval.

TIER 1 Requests:

1. Pricing Option #1: 60% worst-case discount on license and support for 100 users of iSupplier Portal and Sourcing and 200 users of iAS. Net license revenue approximately \$ 672,000. The discount on iAS has been approved by

the Tech team.

2. Price Hold: 2 years at 55% (worst case) on products in current deal, with a minimum spend of \$200K in net license.

TIER 2/3 Requests:

1. Pricing Option #2: 50% worst-case discount on license and support for 50 users of iSupplier Portal and Sourcing and 100 users of iAS. Net license revenue approximately \$ 420,000. The discount on iAS has been approved by the Tech team.
2. Price Hold: 2 years at 45% (worst case) on products in current deal, with a minimum spend of \$200K in net license.

SECTION II – Deal Summary:

Deal Summary	
Programs	Advanced Pricing ("restricted use"), Database SE, and iAS
License Discount	35% (ebiz + 15%)
Support Discount	35% (ebiz + 15%)
Comp & Admin Discount	-
Phased Implementation for Comp & Admin?	-
Support Options/Holds	-
Price Holds	2 Year price hold – 35% on products in current deal w/ minimum spend of \$50K in net license
List License	\$ 242,750
List Support	\$ 53,405
List Comp & Admin	-
Net License	\$ 157,788
Net Support	\$ 34,713
Net Comp & Admin	-
Net Total Price	\$ 192,501
Price List Used	November 13th, 2003

Migrations	
Does deal include migration (y/n)	No
Discount on migrated licenses	-
Migration support - before	-
Migration support - after	-

Customer History - Existing Price Holds	
Existing contractual discount (price hold)	None
Date of Price List for price hold	None
When does price hold expire?	N/A
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	N/A
Name of Agreement if applicable	N/A

SECTION III –**Previous Q1 / Q2 Justification (8/20/03):**

- Unisys is a large Ili applications customer that has spent approximately \$100M with Oracle since 1998.
- Currently expanding their Ili footprint to include iSupplier Portal and Sourcing with additional opportunity for remainder of FY04.
- Currently competing against Ariba and other niche competitors, who are aggressively discounting to try and secure the business.
- Strategic win since Unisys has a “go-to-market” strategy with Ariba.
- Requesting worst case 65% discount for iSupplier Portal and iAS due to: 1) the competitive nature against Ariba, 2) the need to secure an enterprise standard versus a divisional decision, and 3) and the desire to expand the current Ili footprint.
- Unisys has been and will continue to be a great customer for Oracle.
- Unisys is in the process of evaluating our Projects suite. We have a Q3 opportunity to sell them Project manager, project resource manager, project collaboration and projects intelligence. This deal is worth approximately \$1.5M+ and our competition is Peoplesoft and Changepoint.
- Oracle has an opportunity to own the entire footprint within Unisys and we are trying to establish a foundation with this current opportunity and future discounts for the competitive Projects deal against Peoplesoft.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: Jeff Cooper / Lisa Pope
Field RM name if submitted by iSD:

R: *(leave blank for HQAPP to fill out)*

C:

L:

A:

BP:

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION V – Ordering Document Details**Instructions - Fill in all sections completely.****APPROVAL REQUIREMENTS** - Refer to the Approval Matrix at <http://esource.oraclecorp.com>**PRICING REQUIREMENTS** – Refer to Price List and Price List Supplement for minimums and prerequisites.**PRICING SPREADSHEET** – Pricing spreadsheet is attached**Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.**

General Information	
Contract requested by (insert date): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	10/15/03
Opportunity I.D. (OSO Number):	
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	<input type="checkbox"/> Yes (specify non-supported license type and cBusiness license type used to determine conversion) <input checked="" type="checkbox"/> No
Quote Valid Through (insert date):	10/31/03
Partner (insert name, if applicable)?	Margin or % of net license fees _____
VAD (insert name, if applicable)?	Margin or % of net license fees _____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If yes, specify payment type:	<input type="checkbox"/> Applications Affiliate Fee <input type="checkbox"/> ROP Fee (GB Use Only)
MIGRATIONS OR UPDATES:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
PREMIUM SERVICES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INCIDENT PACKS:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Payment Terms:	<input type="checkbox"/> Net 30 <input checked="" type="checkbox"/> Other (Specify) Net 45 Days
Referenced Agreement:	<input type="checkbox"/> New OLSA <input checked="" type="checkbox"/> Other (Specify) v090302

Customer and Administrative Information – all fields must be filled in

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Education (EPPC)	
Education Prepaid Credit Amount:	0.00 Unisys currently owns \$300,000 of Educ. Credits
Education Discount:	____ %
Education Revenue:	\$ _____
Education Sales Rep:	

PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make: Unisys

OS: Windows 2K

PROGRAMS: iSupplier Portal, Advanced Pricing, iSupport and iAS

Make and Operating System required for each program:

Make: Unisys

OS: Unixware

PROGRAMS: RDBMS

Applications			
Will applications be modified:	Yes	<input checked="" type="checkbox"/> X	No
Will users be accessing modified Apps from the web:	Yes	<input checked="" type="checkbox"/> X	No
Have all prerequisites been included:	<input checked="" type="checkbox"/> X	Yes	No
Will users use Fast Forward RPM:	Yes	<input checked="" type="checkbox"/> X	No
Will applications be hosted:	Yes	<input checked="" type="checkbox"/> X	No
Indicate database that Apps will run on:	concurrent users purchased in 1998		
Indicate CSI for existing prerequisite database and tools:			

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	
Technology Sales Manager	Keith Garver
Account Manager	Jeff Cooper
iSD Rep	Jim Mayer
Education Sales Rep	
Support Renewals Rep	Chris Dusek
Premium Support Rep	Gertie Rizzo
Migrations Manager	Joel Vialpando
Is there a teaming agreement?	<input type="checkbox"/> Yes (if yes, list all appropriate reps) <input checked="" type="checkbox"/> No

Requester:	Name: Jeff Cooper Business Telephone:(610) 408-4725 Cell Phone:(610) 960-5858
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